

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Richter James Neal</u>  (Last) (First) (Middle) C/O THE RUBICON PROJECT, INC. 12181 BLUFF CREEK DRIVE, 4TH FL  (Street) LOS ANGELES CA 90094  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>RUBICON PROJECT, INC. [ RUBI ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Technology Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/20/2016</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock								117,316 <sup>(1)</sup>	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy)	\$4.7							(2)	12/07/2021	Common Stock	14,500	14,500	D	
Stock Option (right to buy)	\$4.7							(3)	05/22/2022	Common Stock	35,499	35,499	D	
Stock Option (right to buy)	\$16.75							(4)	05/19/2025	Common Stock	15,800	15,800	D	

**Explanation of Responses:**

- Represents: (i) 29,948 shares of restricted stock that vest as follows: 7,812 on November 15, 2016, 7,813 on May 15, 2017, 7,812 on November 15, 2017, and 6,511 on May 15, 2018; (ii) 29,357 restricted stock units that vest as follows: 5,338 on November 15, 2017, 5,337 on May 15, 2017, 5,338 on November 15, 2017, 5,337 on May 15, 2018, 5,338 on November 15, 2018, and 2,669 on May 15, 2019; (iii) 50,000 RSUs that vest as follows: 15,625 on May 15, 2017, 6,250 on each November 15 and May 15 thereafter until November 15, 2019, and 3,125 on May 15, 2020; and (iv) 8,011 shares of common stock.
- The option, originally representing a right to purchase a total of 20,000 shares, became exercisable with respect to 25% of the grant on October 27, 2012 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.
- The option, originally representing a right to purchase a total of 79,999 shares, became exercisable with respect to 25% of the grant on April 1, 2013 and became exercisable with respect to the remainder in 36 equal installments each calendar month thereafter and is now fully vested.
- The option, representing a right to purchase a total of 15,800 shares, became exercisable with respect to 25% of the grant on February 1, 2016 and becomes exercisable with respect to the remainder in 36 equal installments each calendar month thereafter.

**Remarks:**

Due to organizational changes, as of October 20, 2016, the reporting person is no longer an officer for purposes of Section 16 and therefore the reporting person will no longer report any transactions in the equity securities of the Issuer on Form 4 or Form 5.

Jonathan Feldman, attorney-in-fact 11/03/2016

\*\* Signature of Reporting Person    Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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